

**ELECTRONICALLY FILED  
ON JUNE 2, 2006**

Attorney info:  
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[Proposed] Counsel for the  
Official Committee of Equity Security Holders  
of USA Capital First Trust Deed Fund, LLC

**UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF NEVADA**

In re: ) BK-S-06-10725-LBR  
USA COMMERCIAL MORTGAGE ) Chapter 11  
COMPANY )  
Debtor.

In re: ) BK-S-06-10726-LBR  
USA CAPITAL REALTY ADVISORS, LLC, ) Chapter 11  
Debtor.

In re: ) BK-S-06-10727-LBR  
USA CAPITAL DIVERSIFIED TRUST ) Chapter 11  
DEED FUND, LLC, )  
Debtor

In re: ) BK-S-06-10728-LBR  
USA CAPITAL FIRST TRUST DEED FUND, ) Chapter 11  
LLC, )  
Debtor

In re: ) BK-S-06-10729-LBR  
USA SECURITIES, LLC, ) Chapter 11  
Debtor

Affects:


- ☒ All Debtors  
☐ USA Commercial Mortgage Co.  
☐ USA Securities, LLC  
☐ USA Capital Realty Advisors, LLC  
☐ USA Capital Diversified Trust Deed  
☐ USA First Trust Deed Fund, LLC

**DESIGNATION OF LOCAL  
COUNSEL AND CONSENT  
THERE TO (AFFECTS ALL  
DEBTORS)**

1 The undersigned, attorney of record for the Official Committee of Equity Security  
 2 Holders of USA Capital First Trust Deed Fund, LLC, the \_\_\_\_\_  
 3 herein, has submitted to the Court a "Verified Petition for Permission to Practice in this Case  
 4 Only". Not being admitted to the bar of this Court and not maintaining an office in the  
 5 District of Nevada for the practice of law, he/she believes it to be in the best interest of the  
 6 client to designate Candace C. Carlyon, Esq. of the law firm of Shea & Carlyon, Ltd., attorney  
 7 at law, member of the State Bar of Nevada and previously admitted to practice before the  
 8 above-entitled Court, as associate local counsel in this action. The address of said designated  
 9 Nevada Counsel is:

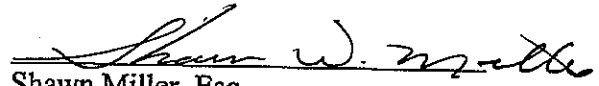
12 Candace C. Carlyon, Esq., Bar No. 002666  
 13 233 South Fourth Street, Second Floor  
 14 Las Vegas, NV 89101  
 (702) 471-7432

15 By this designation the undersigned attorneys and parties agree that all documents and  
 16 other papers issued out of this Court in the above-entitled case may be served on the  
 17 designated local counsel. Further, said local counsel shall be responsible for providing copies  
 18 of the same to the co-counsel. Further, this designation constitutes agreement and  
 19 authorization by the undersigned for the designated local counsel to sign stipulations binding  
 20 on all of us. The time for performing any act under applicable Rule shall run from the date of  
 21 service upon local counsel.

22   
 23 \_\_\_\_\_  
 24 Attorney at Law  
 25 Counsel for the Official Committee of Equity Security  
 26 Holders of USA Capital First Trust Deed Fund, LLC


**CONSENT OF DESIGNATED NEVADA COUNSEL**

The undersigned hereby consents to serve as associate Nevada counsel in this case and agrees that she is responsible for being counsel upon whom all documents and other papers issued out of this Court shall be served, and that she is responsible to transmit copies of all documents and other papers so served to the admitted out-of-state counsel of record and to keep such counsel informed as to the status of the case.

  
Shawn Miller, Esq.  
Designated Nevada Counsel

Jun 02 06 11:55a  
JUN-02-2006 10:49Jack Warner  
Stutman Treister & Glatt435-652-8379  
1 310 228 5788P.2  
P.05APPOINTMENT OF DESIGNATED NEVADA COUNSEL

The undersigned parties appoint Shea & Carlyon, Ltd. as their Designated Nevada  
Counsel in this Case.

DATED this 2 day of JUNE, 2006.  
John H. Warner, Jr.  
Vice-Chair, Official Committee of Equity  
Security Holders of USA Capital First Trust  
Deed Fund, LLC

APPROVED:

DATED: \_\_\_\_\_

PATRICIA GRAY, CLERK

BY: \_\_\_\_\_

390985v3

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TOTAL P.05